

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF WISCONSIN**

MIDWEST PILOTS MERGER)	
COMMITTEE,)	
CARL SCHWERMAN,)	
DONALD TILL,)	
<i>and</i>)	
MARK E. WARD,)	
<i>Plaintiffs,</i>)	Civil Action No. 2:14-cv-01441-RTR
)	
<i>v.</i>)	
)	
FRONTIER AIRLINES, INC.)	
<i>and</i>)	
FRONTIER AIRLINE PILOTS)	
ASSOCIATION,)	
<i>Defendants.</i>)	
)	

DECLARATION OF COUNSEL

JOHN O”B. CLARKE, JR., pursuant to 28 U.S.C. § 1746, hereby declares under penalty of perjury that the following is true and correct:

1. At all times relevant hereto, declarant has been the counsel for the Midwest Pilots Merger Committee (MPMC) and, as such, has represented the MPMC and the Midwest pilots in negotiating the November 3, 2009 Section 13(b) Dispute Resolution Agreement (DRA), in arbitrating the seniority integration dispute before Arbitrator Dana E. Eischen, in handling the subsequent interpretation disputes before Arbitrator Eischen, and in processing the grievances at issue in this litigation.

2. MPMC Ex. 1 is a true and accurate copy of the DRA.

3. MPMC Exs. 2 and 3 are true and accurate copies of subsequent interpretative awards issued by Arbitrator Eischen construing his seniority integration award that was issued on February 19, 2011.

4. MPMC Exs. 4, 5, 7, and 12 are true and accurate copies of communications MPMC sent or that were sent on MPMC's behalf in progressing the disputes at bar.

5. MPMC Exs. 6 and 8 are true and accurate copies of communications sent by counsel for the Frontier pilots concerning the disputes at bar.

6. MPMC Ex. 9 is a true and accurate copy of the September 13, 2014 letter from FAPA to Frontier that was included as an attachment to MPMC Ex. 8.

7. MPMC Ex. 10 is a true and accurate copy of a letter that counsel for Frontier sent to Arbitrator Eischen on October 10, 2014 disputing the arbitrator's jurisdiction to hear the disputes at bar.

8. MPMC Ex. 11 is a true and accurate copy of Arbitrator Eischen' decision of October 29, 2014 finding that the threshold issue presented was one of substantive arbitrability, which was for a court to resolve.

9. MPMC Exs. 13 and 14 are true and accurate copies of communications sent by FAPA to the five former Midwest pilots flying for Frontier who are represented y MPMC.

10. MPMC Ex. 15, which is attached to this declaration, is a true and accurate copy of the *Merger & Fragmentation Policy* of the Air Line Pilots Association, International, under which the MPMC was constituted.

11. MPMC Ex. 16, which is attached to this declaration, is a true and accurate copy the Securities and Exchange Commission's (SEC) cover sheet for the Form 8-K that Republic Airways Holdings Inc. (RAH) filed with the Commission on December 12, 2013, and excerpts from EX-2.1 to that filing, the Stock Purchase Agreement that declarant printed from the SEC's web site on January 27, 2015.

12. MPMC Ex. 17, which is attached to this declaration, is a true and accurate copy of page 1, 15 to 33, and 46 of Appendix A (*i.e.*, the integrated seniority list) to Eischen's February 19, 2011, and Attachments 1 to and including 4 to that award.

13. MPMC Ex. 18, which is attached to this declaration, is a true and accurate copy the SEC's cover sheet for the Annual Report (Form 10-K) that RAH filed with the SEC on March 11, 2014, and excerpts from that 10-K that declarant printed from the SEC's web site on January 27, 2015.

14. MPMC Ex. 19, which is attached to this declaration, is a true and accurate copy of the May 2, 2014 email that Arbitrator Eischen sent to counsel requesting comments.

15. MPMC Ex. 20, which is attached to this declaration, is a true and accurate copy of the comments, less attachments, the Frontier Pilots Merger Committee (FPMC) sent to Arbitrator Eischen in response to the arbitrator's May 2, 2014 inquiry, while MPMC Ex. 21 is a true and accurate copy of the reply, less attachments, which FPMC submitted to Arbitrator Eischen on June 16, 2014.

16. MPMC Ex. 22, which is attached to this declaration, is a true and accurate copy of the comments Frontier Airlines sent to Arbitrator Eischen in response to the arbitrator's May 2, 2014 inquiry, while MPMC Ex. 23 is a true and accurate copy of the reply, less attachments, which Frontier submitted to Arbitrator Eischen on June 17, 2014.

17. MPMC Ex. 24, which is attached to this declaration, is a true and accurate copy of an email stream on September 26 and 27, 2014 between counsel for MPMC and grievants and counsel for FAPA concerning the processing of the grievances.

18. MPMC Ex. 25, which is attached to this declaration, is a true and accurate copy of an email stream on September 26 and 27, 2014 between counsel for MPMC and grievants and counsel for Frontier concerning the processing of the grievances.

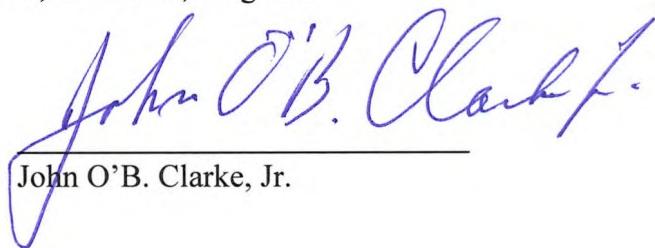
19. MPMC Ex. 26, which is attached to this declaration, is a true and accurate copy of an email stream on October 10, 13 and 15 between counsel for MPMC and grievants and counsel for Frontier concerning the processing of the grievances.

20. MPMC Ex. 27, which is attached to this declaration, is a true and accurate copy of a January 5, 2015 communication FAPA sent to the five grievants, with a copy to declarant.

21. Counsel has in his files a true and accurate copy of the current Frontier/FAPA Collective-Bargaining Agreement (CBA) (excluding LOA 71) that was attached as Exhibit 1 to the stipulation of facts in the dispute placed before Arbitrator Eischen by the November 26, 2013 Arbitration Agreement. *See*, MPMC Ex. 3 at 57 (Doc. #1-1 at 26-28). MPMC Ex. 28, which is attached hereto, is a true and accurate copy of Section 21 of that CBA.

I hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed this 9th day of February, 2015, in Fairfax, Virginia.



John O'B. Clarke, Jr.

LIST OF NEW EXHIBITS

15. ALPA *Merger & Fragmentation Policy*
16. SEC Cover Sheet & RAH Form 8-K, EX-2.1 (excerpts), filed December 13, 2013
17. Appendix A (excerpts) & Attachments 1-4 to IMSL Award
18. SEC Cover Sheet & RAH 2013 Form 10-K (excerpts), filed March 11, 2014
19. May 2, 2014 Email From IMSL Arbitrator
20. June 2, 2014 Response of FPMC (less attachments) to Integration Arbitrator re NMB Rulings
21. June 16, 2014 Reply of FPMC (less attachments) to Integration Arbitrator
22. June 2, 2014 Response of Frontier to Integration Arbitrator re NMB Rulings
23. June 17, 2014 Reply of Frontier (less attachments) to Integration Arbitrator
24. September 26-27, 2014 Email Stream between Counsel for MPMC/Grievants and FAPA
25. September 26-27, 2014 Email Stream Between Counsel for MPMC/Grievants and Frontier
26. October 10-15, 2014 Email Stream Between Counsel for MPMC/Grievants and Frontier
27. January 5, 2015 FAPA Communication to Five Grievants
28. Frontier/FAPA CBA § 21